



Date: 24<sup>th</sup> July, 2023

## MEGASOFT LIMITED

CIN : L24100TN1999PLC042730

8th Floor, Unit No. 801B

Jain Sadguru Image's Capital Park

Plot No. 1, 28 & 29, 98/4/1 to 13

Image Gardens Rd, Madhapur

Hyderabad, Telangana 500081

website : [www.megasoft.com](http://www.megasoft.com)

### **BSE Limited**

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai-400001

**Scrip Code: 532408**

### **National Stock Exchange of India Limited**

Exchange Plaza,

Bandra-Kurla Complex,

Mumbai 400051

**Symbol: MEGASOFT**

Dear Sir/Madam,

### **Sub: Postal Ballot Notice**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated 13<sup>th</sup> July, 2023.

The aforesaid Notice is sent by email to all the members whose names appear in the Register of Members/ List of Beneficial Owners maintained by the Company/ Depository as on cut off date being Friday 21<sup>st</sup> July 2023, on their registered email id.

The e-voting period will commence on Wednesday, 26<sup>th</sup> July, 2023 and end on Thursday, 24<sup>th</sup> August 2023.

The results of the Postal Ballot will be announced on or before 26<sup>th</sup> August, 2023.

The said Postal Ballot Notice will also be made available on the website of the Company [www.megasoft.com](http://www.megasoft.com)

We request you to take the same on record.

Thanking you,

### **For Megasoft Limited**

Shridhar  
Thathachary

Digitally signed by  
Shridhar Thathachary  
Date: 2023.07.24  
19:16:08 +05'30'

.....  
**Shridhar Thathachary**  
**Chief Financial Officer**



## **MEGASOFT LIMITED**

**Registered Office:** No.85, Kutchery Road, Mylapore, Chennai TN 600004  
CIN: L24100TN1999PLC042730, Web: [www.megasoft.com](http://www.megasoft.com), Email: [investors@megasoft.com](mailto:investors@megasoft.com)  
Tel: +91 44 2461 6768 / 91 40 4033 0000

### **Notice of Postal Ballot**

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014**

**Dear Members,**

Notice is hereby given to the Members of Megasoft Limited ('the Company'), pursuant to Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot, only through remote voting by electronic means ('remote e-voting'):

#### **SPECIAL BUSINESS:**

**Item No.1: To consider and approve sale/ transfer or otherwise disposal of the whole or substantially the whole of an undertaking of the Company**

To consider and, if thought fit, with or without modification, to pass the following resolution as Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary and subject to the approval of the Banks/Lenders, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell/ transfer / dispose off its share in the property situated at Knowledge Capital, Plot No. 8(Part), Survey No.115/2, 3, 4, 5, 35, Nanakramguda Village, Serilingampally Mandal, Ranga Reddy District, Telangana - 500032, India ("Undertaking"), as a whole or separately on such agreed terms and conditions in the interest of the company, on fair value, towards its consideration, to such parties, on such terms and conditions as may be deemed fit by the Board."

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to use, dispose or invest of the sale proceeds which may result from the transaction to repay the company’s borrowings, for general corporate purposes, including settlement of JDA partner along with all the outstanding security deposits and dues, tax liability on this sale transaction and for the Company’s growth by making investments in the opportunities available to the Company in the areas of Pharmaceutical (Manufacturing & Marketing) and Aerospace Defense Electronics (Products & Services).”

**“RESOLVED FURTHER THAT** the Board of Directors and/or Chief Financial Officer of the Company and/or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to finalise, verifying and settling the terms and conditions to sell, transfer, dispose off the undertaking, to finalise, execute, deliver and perform, such agreements, contracts, deeds, undertaking and other ancillary documents, file applications and make representations, in respect thereof and seek requisite approval from the relevant authorities and secured creditors, including Government Authorities, Bank and Financial Institutions, suitably inform and apply on the concerned Authorities, including in respect of its requirements of the Central and / or State Government(s) and / or local authorities with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

**“RESOLVED FURTHER THAT** that the Board be and is hereby authorised to delegate all or any of the powers herein conferred by this resolutions to any Director(s) or any Committee of Directors or any other Officer(s)/ Authorised representative(s) of the Company to give effect to this Resolution including filing of necessary forms/ returns/ intimations/ disclosures with the Ministry of Corporate Affairs and other regulatory authorities.”

By order of the Board of Directors  
For **Megasoft Limited**

**Registered Office**

No.85, Kutchery Road,  
Mylapore, Chennai-600004

Place: Hyderabad  
Date: 13.07.2023

.....  
**Sunil Kumar Kalidindi**  
(DIN: 02344343)  
Executive Director & CEO

## NOTES:

1. The Explanatory Statements and reasons for the proposed Special Resolution pursuant to Section 102(1) read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. M. Damodaran, Managing Partner of M/s M Damodaran & Associates LLP, (COP 5081) Practicing Company Secretaries, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8,2020, Circular No. 17/2020 dated April 13,2020 read with Circular No.22/2020 dated June 15,2020, Circular No. 33/2020 dated September 28,2020, Circular No. 39/2020 dated December 31,2020 and Circular No. 10/2021 dated June 23,2021 and Circular No. 20/2021 dated December 08,2021 , Circular No. 2/2022 dated May 05,2022 and Circular No. 10/2022 dated December 28,2022 (collectively as "MCA Circulars") and Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated June 03, 2022 and and SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 advised companies to conduct postal ballot by sending e-mails to all its members who have registered their email addresses with the Company or depository/ depository participants. Accordingly this notice is being sent to members who have registered their email addresses. In accordance with the aforesaid circulars, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only.
4. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 21<sup>st</sup> July,2023, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
5. All documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [investors@megasoft.com](mailto:investors@megasoft.com).
6. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Shareholders to cast their votes electronically.
7. The members are requested to register/update their email addresses in respect of electronic holdings with the Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent Cameo Corporate Services Limited at "Subramanian Building" 1, Club House Road, Chennai-600002.
8. Members may please note that the Postal Ballot Notice will also be available on the Company's website at [www.megasoft.com](http://www.megasoft.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

9. The voting period begins at 09.00 hours IST on Wednesday, 26<sup>th</sup> July,2023 and ends at 17.00 hours IST on Thursday, 24<sup>th</sup> August,2023. The e-voting module shall be disabled by Central Depository Services (India) Limited for voting thereafter.
10. The Scrutinizer shall immediately after the conclusion of the e-voting period unblock the votes in presence of at least two witnesses not in the employment of the organization and will submit his report to the Executive Director/ Company Secretary of the Company after completion of the scrutiny and the results of the voting by Postal Ballot . The Resolution, if passed by requisite majority shall be deemed to have been passed on Thursday, 24<sup>th</sup> August,2023 being the last date specified by the Company for receipt of duly completed Postal ballot e-voting.
11. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange Limited and shall be uploaded on the website of the Company i.e., [www.megasoft.com](http://www.megasoft.com) within 2 working days of conclusion of postal ballot process.
12. In case of any queries regarding postal ballot, the members may write to [investors@megasoft.com](mailto:investors@megasoft.com) to receive an email response.

**13. The instructions for Shareholders for e-voting are as under:**

1. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.
2. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
3. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
5. Pursuant to above said SEBI Circular, Login method for e-Voting is given below:

➤ **For Individual shareholders holding securities in Demat mode:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode	i. Users who have opted for CDSL’s Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.

with <b>CDSL</b>	<ul style="list-style-type: none"> <li>ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>iii. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ul style="list-style-type: none"> <li>i. If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting " under e-Voting services and you will be able to see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>ii. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting options. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.
---	--

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<u>Login type</u>	<u>Helpdesk details</u>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

➤ **For non-individual shareholders and physical shareholders**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
  - c. Members holding shares in Physical Form should enter Folio Number registered with the company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<ol style="list-style-type: none"> <li>i. Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>ii. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ol>
Dividend Bank	<ol style="list-style-type: none"> <li>i. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company</li> </ol>

Details OR Date of Birth (DOB)	records in order to login. ii. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
--------------------------------------	--

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the Megasoft Limited on which you choose to vote.
- xi. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Facility for Non – Individual Shareholders and Custodians –Remote Voting
  - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the



Company at the email address viz; investors@megasoft.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES IS NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investors@megasoft.com](mailto:investors@megasoft.com).
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

By order of the Board of Directors  
For **Megasoft Limited**

**Registered Office**

No.85, Kutchery Road,  
Mylapore, Chennai-600004

Place: Hyderabad

Date: 13.07.2023

.....  
**Sunil Kumar Kalidindi**  
(DIN: 02344343)  
Executive Director & CEO

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

**Item No.1:**

The Board of Directors of the Company in its meeting held on 13th July,2023 has considered and approved the sale/transfer/disposal of the Company's share in the property situated at Knowledge capital subject to approval of members by way of special resolution.

The Company proposes to sell / transfer / dispose off the whole or substantially the whole of its share in the property situated at Knowledge Capital, Plot No. 8(Part), Survey No.115/2, 3, 4, 5, 35, Nanakramguda Village, Serilingampally Mandal, Ranga Reddy District, Telangana - 500032, India ("Undertaking") in compliance with the terms and conditions of the agreements executed in this regard, if any.. The Company had engaged professional agencies and undertaken a price exploratory exercise including valuation reports to determine a fair value of the undertaking. The proceeds from this sale will be utilized to repay the company's borrowings , for general corporate purposes, including settlement of the JDA partner along with all the outstanding security deposits and dues, tax liability on this sale transaction etc and for the Company's growth by making investments in the opportunities available to the Company in the areas of Pharmaceuticals (Manufacturing & Marketing) and Aerospace Defence Electronics (Products & Services). The Board of Directors have considered and reviewed the various options and approved the said proposal in the best interest of the company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 (The Act), any sale/ transfer or otherwise disposal of the whole or substantially all of the undertaking of the Company requires the approval of the members of the Company by way of the special resolution. Further under the said provisions, an undertaking means an undertaking in which the investment of the Company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking that generates 20% of the total income of the Company during the previous financial year.

Hence,the sale/ transfer of the undertaking requires approval of the members by a special resolution under Section 180(1)(a) of the Act. Further, in terms of Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended, (SEBI LODR), the consent of the shareholders for carrying out sale/ transfer or otherwise disposal of the whole or substantially the whole of the undertaking of such entity or where it owns more than one undertaking, of the whole or substantially the whole of any of such undertakings, shall be taken by the way of special resolution under Companies Act,2013 read with applicable SEBI (LODR) Regulations, 2015. Further in terms of the said regulations no public shareholder shall be entitled to vote on the resolution if he is a party, directly or indirectly, to such sale/ transfer or otherwise disposal of the whole or substantially the whole of the undertaking of the listed entity.

None of the Directors or Key Managerial Personnel or their relatives or promoter/promoter group companies is concerned or interested in the Resolution.

Details as required pursuant to Regulation 37A of the SEBI (LODR) Regulations,2015 as applicable are provided hereunder.

**Details of the transaction for sale/ transfer/ dispose off the Undertaking of the Company read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

<b>Nature of Disclosure</b>	<b>Particulars of the Disclosure</b>
Details of the Undertaking (i.e. full address)	Company's share in Knowledge Capital, Plot No. 8(Part), Survey No.115/2, 3, 4, 5, 35, Nanakramguda Village, Serilingampally Mandal, Ranga Reddy District, Telangana - 500032, India.
Object for carrying out such Sale/ transfer/ disposal of such undertaking	Post the divestment of its IT Business, the Company defined new areas of business that it intends to pursue for its growth; namely Pharmaceuticals (Manufacturing & Marketing) and Aerospace Defence Electronics (Products & Services). The Company intends to pursue business in these verticals through investing in identified greenfield companies with a potential for future growth, either being a holding company or an associate company. Currently with no business revenue and the only source of revenue for the Company being lease rentals from the property the ability of the Company to raise additional funds is restricted and linked to the lease rental revenue.
Commercial Rationale for carrying out such sale/ transfer/ disposal	The Company is in need of funds for its growth by investing in the business opportunities available to it in the areas of Pharmaceuticals (Manufacturing & Marketing) and Aerospace Defence Electronics (Products & Services).
Proceeds (i.e. the total indicative amount to be received upon such sale/transfer / disposal of the Undertaking)	INR 350-375 Crores
Use of proceeds arising therefrom	The proceeds from this sale will be utilized for the following purposes (i) to repay the company's borrowings (ii) for general corporate purposes, including settlement of the JDA partner along with all the outstanding security deposits and dues, tax liability on this sale transaction etc (iii) for the Company's growth by making investments in the opportunities available to the Company in the areas of Pharmaceuticals (Manufacturing & Marketing) and Aerospace Defence Electronics (Products & Services).

By order of the Board of Directors  
For **Megasoft Limited**

.....

**Registered Office**

No.85, Kutchery Road,  
Mylapore, Chennai-600004

**Sunil Kumar Kalidindi**  
(DIN: 02344343)

Executive Director & CEO

Place: Hyderabad

Date: 13.07.2023